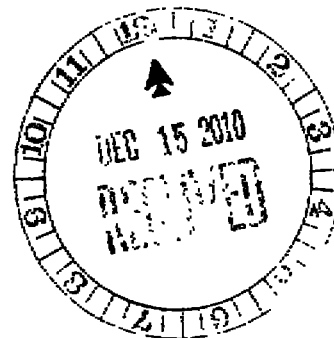


RECORDATION NO. 25199-A FILED

DEC 15 '10 -4 10 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS NEXT DAY AIR

December 14, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated December 14, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on September 22, 2004 at 3:14 p.m. with the Surface Transportation Board under Recordation Number 25199. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Vermont Railway Inc.
1 Railway Lane
Burlington, VT 05401

The enclosed document is for thirty six (36) flatcars, with NOKL marks, which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: **Memorandum of Lease Termination**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

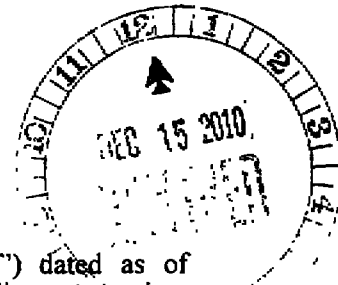

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(VTR002)

DEC 15 '10 -4 10 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION



THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of December 13, 2010, is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of October 23, 2003 (the "Lease"), between Lessor and and Vermont Railway Inc., (the "Lessee"), a Vermont corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into those certain Memorandum of Lease dated as of November 17, 2003, evidencing the Lease of Equipment, which was filed with the Surface Transportation Board on September 22, 2004, at 3:14 p.m. as primary recordation number 25199; and

WHEREAS, the Lease between Lessor and Lessee has been terminated.

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board has been terminated in all respects.
2. Any security interest of record, created under the Lease, in the Equipment is hereby released.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 13th day of December, 2010 (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: Richard F. Seymour

**EXHIBIT A TO MEMORANDUM OF TERMINATION OF LEASE
RIDER NO. 33**

NUMBER OF CARS: Thirty-six (36)

DESCRIPTION OF CARS: 89 ft. 70-ton TOFC/COFC Flatcar

CAR NUMBERS:

NOKL 770001	NOKL 770028	NOKL 770068
NOKL 770002	NOKL 770031	NOKL 770071
NOKL 770004	NOKL 770037	NOKL 770072
NOKL 770005	NOKL 770045	NOKL 770076
NOKL 770008	NOKL 770046	NOKL 770079
NOKL 770013	NOKL 770047	NOKL 770084
NOKL 770015	NOKL 770049	NOKL 770085
NOKL 770017	NOKL 770051	NOKL 770089
NOKL 770019	NOKL 770052	NOKL 770091
NOKL 770022	NOKL 770058	NOKL 770092
NOKL 770026	NOKL 770066	NOKL 770094
NOKL 770027	NOKL 770067	NOKL 770098